

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1104.
FILED, MAY 7th, 1964.

FARWEST MINING LIMITED

Full corporate name of Company
Incorporated under the Laws of the Province of British Columbia
on August 5, 1955, by Memorandum of Association
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 685.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting and Option Agreement as referred to in Item 6 hereof; (b) Acquisition of option to purchase mining property in Wark Township, District of Cochrane, Ontario, as set out in Item 11 hereof.		
2. Head office address and any other office address.	Head Office: 303, 1075 Melville Street, Vancouver, B.C. Executive Office: 335 Bay Street, Toronto 1, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Office Held	Name	Chief Occupation
	President and Director	C. B. Dixon, 58 Lympstone Avenue, Toronto, Ontario.	Stockbroker
	Vice-President and Director	R. J. Ash, P. O. Box 784, Kirkland Lake, Ontario.	Mining Executive
	Secretary-Treasurer and Director	F. B. Rainford, 2 Connaught Avenue, Swastika, Ontario.	Accountant
	Director	John H. Fisher, 438 Balkan Avenue, Richmond Hill, Ontario.	Mining Executive
	Director	Murray Watts, 55 Bayview Ridge, Willowdale, Ontario.	Mining Engineer
	Director	J. D. Thomas, 1075 Melville Street, Vancouver, B.C.	Accountant
	Director	Donald F. Farris, 1075 Melville Street, Vancouver, B.C.	Mining Executive
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital	3,000,000 shares	\$1.00 par (Note 1)
	Issued capital	2,403,375 shares	\$1.00 par
	Note 1: All necessary proceedings of directors and share holders have been taken to authorize an increase in the authorized capital of the Company to 5,000,000 shares of the par value of \$1.00 each and application is being made by the Company for such an increase in capital.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Pursuant to an Underwriting and Option Agreement dated April 16, 1964, made between the Company and Bongard & Company, 25 Adelaide Street West, Toronto, as Underwriter (acting as agent only on behalf of the client referred to in Item 7 hereof), the Company agreed to sell and the Underwriter agreed to purchase 200,000 shares of the Company at a price of 20 cents per share, subject to the acceptance by the Toronto and Vancouver Stock Exchange of a filing statement of the Company. In consideration of such purchase the Company agreed to grant to the Underwriter on behalf of its client aforesaid options to purchase a further 800,000 shares of the Company, of which options, options on 403,375 shares are subject to the increase in the authorized capital of the Company above referred to, such options being exercisable in amounts, at prices and at times as follows:</p> <p>200,000 shares at 25 cents per share within 3 months after the filing date;</p> <p>196,625 shares at 30 cents per share within 6 months after the filing date;</p> <p>and subject to an increase in the authorized capital of the Company as aforesaid:</p> <p>3,375 shares at 30 cents per share within 6 months after the filing date;</p> <p>200,000 shares at 50 cents per share within 9 months after the filing date;</p> <p>200,000 shares at \$1.00 per share within 11 months after the filing date.</p> <p>"Under the terms of the said Underwriting and Option Agreement dated April 16, 1964, the sum of \$40,000 in payment for the 200,000 shares underwritten at 40 cents per share is payable forthwith upon the acceptance for filing by the Toronto and Vancouver Stock Exchanges of a Filing Statement of the Company."</p>		

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only person having an interest, direct or indirect in the underwriting or optioned securities is Mary J. Ash, Box 784, Kirkland Lake, Ontario.										
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	The Company has paid as a finder's fee in connection with the property acquisition referred to in Item 11 hereof the sum of \$375 to Bevin Anderson, Timmins, Ontario.										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to carry out geological, magnetometer and electro-magnetic surveys on the property held under option in Wark Township, District of Cochrane, to be followed up by diamond drilling, if warranted, and the proceeds of the sale of treasury shares will be used for this purpose.										
10. Brief statement of company's chief development work during past year.	No development work was carried out by the Company during the past year other than prospecting work on its claim group in Halliday Township, Porcupine Mining Division, Ontario.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>The Company has acquired an option to purchase the North half of Lot 10, Concession III, Wark Township, District of Cochrane, registered as Parcel Number 12249 from John P. Boisonault, 83 King Street, Timmins, Ontario, as Optionor, in consideration of the payment to the Optionor of the sum of \$7,500. In order to exercise the option the following payments are required to be made by the Company to the Optionor:</p> <p>(a) The sum of \$2,500 on or before July 10, 1964; (b) The sum of \$2,500 on or before October 10, 1964; (c) The sum of \$17,500 on or before April 10, 1965; (d) The allotment and issue of 100,000 shares of the Company, 90% of which are to be escrowed shares of the Company, on or before April 10, 1966.</p>										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	To the knowledge of the Company no person is entitled to receive a greater than 5% interest in the consideration paid or payable to John P. Boisonault as set out in Item 11 above.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	135,000 shares are held in escrow, subject to release only on the written consent of the Toronto Stock Exchange, the Vancouver Stock Exchange and the Board of Directors of the Company, and the Superintendent of Brokers of the Province of British Columbia.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table> <tr> <td>C. B. Dixon, 58 Lympstone Avenue Toronto, Ontario.</td> <td>90,000 escrowed shares</td> </tr> <tr> <td>R. J. Ash, P.O. Box 784, Kirkland Lake, Ontario.</td> <td>45,000 escrowed shares</td> </tr> </table>	C. B. Dixon, 58 Lympstone Avenue Toronto, Ontario.	90,000 escrowed shares	R. J. Ash, P.O. Box 784, Kirkland Lake, Ontario.	45,000 escrowed shares						
C. B. Dixon, 58 Lympstone Avenue Toronto, Ontario.	90,000 escrowed shares										
R. J. Ash, P.O. Box 784, Kirkland Lake, Ontario.	45,000 escrowed shares										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario.</td> <td>462,097 shares</td> </tr> <tr> <td>T. A. Richardson & Co., 4 King Street East, Toronto, Ontario.</td> <td>113,100 shares</td> </tr> <tr> <td>Ross, Knowles & Co. Ltd., 105 Adelaide Street West, Toronto, Ontario.</td> <td>103,470 shares</td> </tr> <tr> <td>C. B. Dixon, 58 Lympstone Avenue, Toronto, Ontario.</td> <td>90,000 shares (all escrowed)</td> </tr> <tr> <td>A. E. Osler Company Ltd., 11 Jordan Street, Toronto, Ontario.</td> <td>74,200 shares</td> </tr> </table> <p>"Other than the shares registered in the name of C. B. Dixon, which are beneficially owned, the Company has no knowledge as to the beneficial ownership of the shareholdings listed above."</p>	Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario.	462,097 shares	T. A. Richardson & Co., 4 King Street East, Toronto, Ontario.	113,100 shares	Ross, Knowles & Co. Ltd., 105 Adelaide Street West, Toronto, Ontario.	103,470 shares	C. B. Dixon, 58 Lympstone Avenue, Toronto, Ontario.	90,000 shares (all escrowed)	A. E. Osler Company Ltd., 11 Jordan Street, Toronto, Ontario.	74,200 shares
Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario.	462,097 shares										
T. A. Richardson & Co., 4 King Street East, Toronto, Ontario.	113,100 shares										
Ross, Knowles & Co. Ltd., 105 Adelaide Street West, Toronto, Ontario.	103,470 shares										
C. B. Dixon, 58 Lympstone Avenue, Toronto, Ontario.	90,000 shares (all escrowed)										
A. E. Osler Company Ltd., 11 Jordan Street, Toronto, Ontario.	74,200 shares										

SCHEDULE "A".

Please find below a revised statement of the Company's transactions during the period January 20th to May 8th, 1964.

Acquisitions:

<u>Date</u>	<u>Shares</u>	<u>Company</u>	<u>Amount</u>
Jan. 22nd	5,000	Consolidated Rambler Mines Limited	\$ 8,475.00
" 23rd	10,000	Consolidated Rambler Mines Limited	23,790.00
Mar. 31st	1,000	Orchan Mines Ltd.	5,500.00
Apr. 20th	1,000	Texas Gulf Sulphur Ltd.	45,858.25

Dispositions

Jan. 22nd	3,000	Transterre Mines Ltd.	\$ 6,840.00
" 23rd	4,000	" " "	10,213.00
Feb. 10th	3,000	" " "	7,870.00
Jan. 23rd	1,500	Opemiska Copper Mines (Quebec) Limited	12,310.00
Apr. 20th	900	" " "	7,956.00
" 21st,	1,100	" " "	9,719.00
" 20th	3,100	Consolidated Rambler Mines Limited	4,254.75
" 21st	1,000	" " "	1,382.50
" 23rd	900	" " "	1,280.25
" 28th	2,000	" " "	2,785.00
" 21st	500	McKenzie Red Lake Mines Ltd.	109.88
" 23rd	4,500	" " " " "	988.99
" 28th	5,000	" " " " "	1,073.90
Apr. 21st	1,000	Orchan Mines Limited	5,690.00
Apr. 28th	2,500	Cochénour Willians Mines Ltd.	9,418.75
" 22nd	2,000	Hunch Mines Limited	523.92
May 1st	500	Texas Gulf Sulphur Ltd.	28,340.36
" 5th	500	" " " "	26,636.90

All of the fore-going transactions wer made on the open market.

The Company's investment portfolio as at May 8th, 1964 consists of:

		<u>At Cost</u>	<u>Market Value</u>
2,500	Cochénour Willians Mines Ltd.	\$12,825.00	\$ 9,250.00
3,000	Hunch Mines Limited	757.13	600.00
1,000	Opemiska Copper Mines (Quebec) Limited	5,780.00	9,400.00
8,000	Consolidated Rambler Mines Limited	17,208.00	11,040.00
24,000	Lake Central Mines Limited	\$1.00	Nil
1,300,000	Crain Copper Limited	\$1.00	Nil

FINANCIAL STATEMENTS

FARWEST MINING LIMITED
(Non Personal Liability)

BALANCE SHEET
as at April 23rd, 1964

ASSETS

CURRENT

Cash in Bank	\$ 7,085.57
Accounts Receivable	22.70
Investments - At Cost (Market Value \$90,973.00)	100,038.51
<u>Total Current Assets</u>	<u>107,146.78</u>

PROPERTIES

Johannes Township - At Cost	\$155,000.00
Halliday Township - At Cost	6,700.00
Payment on Option to Purchase Mining Claims - Wark Townships (Note 1)	7,500.00
	<u>169,200.00</u>
Less:- Highland Valley Claims (Note 2)	<u>4,007.66</u>
	165,192.34
Incorporation Costs	4,490.45

TOTAL

\$276,829.57

NOTE:-

The appended notes form an integral part of this Statement.

FARWEST MINING LIMITED
(Non Personal Liability)

BALANCE SHEET
as at April 23rd, 1964

LIABILITIES

CURRENT

Payable to Brokers for Securities Purchased (Secured)	\$ 27,444.03
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SHAREHOLDERS' EQUITY

Share Capital

Authorized:- 3,000,000 Shares of a
Par Value of \$1.00 each

ISSUED AS FULLY PAID

2,403,375 Shares \$ 2,403,375.00

Less Discounts 810,000.32
1,593,374.68

Less:- Administration, Exploration & Development Expense as per Schedule

1,343,989.14 249,385.54

TOTAL

\$276,829.57

APPROVED ON BEHALF OF THE BOARD

C. B. DIXON

Director

F. B. RAINFORD

Director

FRANK B. RAINFORD - PUBLIC ACCOUNTANT
82 GOVT. RD. W., KIRKLAND LAKE, ONTARIO

FARWEST MINING LIMITED
(Non Personal Liability)

NOTES TO THE BALANCE SHEET
as at April 23rd, 1964

NOTE 1 - The Company holds an option to purchase four mining claims in the Township of Wark, District of Cochrane, Province of Ontario, for a period up to April 10th, 1966. To exercise the Option, the Company is required to pay:-

\$ 2,500.00 on or before July 10th, 1964 and a further

\$ 2,500.00 on or before October 10th, 1964 and a further

\$17,500.00 on or before April 10th, 1965,

and to issue 100,000 shares of the Capital Stock of the Company, 90% of such shares to be escrowed, on or before April 10th, 1966.

NOTE 2 - The Company has granted an option to Norwest Ventures Limited (Non Personal Liability) for a period up to and including May 15, 1965, to purchase the Highland Valley Claims for the sum of \$20,000.00. To date the Company has received \$7,500.00, which has been applied against the cost, the balance is payable as follows:-

\$ 2,500.00 on or before May 15th, 1964

\$ 5,000.00 on or before November 15th, 1964

\$ 5,000.00 on or before May 15th, 1965.

FARWEST MINING LIMITED
(Non Personal Liability)

SCHEDULE OF INVESTMENTS
as at April 23rd, 1964

<u>SHARES</u>	<u>COMPANY</u>	<u>COST</u>	<u>MARKET VALUE APRIL 23/64</u>
5,000	Cochenour Willans Gold Mines Limited	\$ 25,650.00	\$ 19,500.00
3,000	Hunch Mines Limited	754.63	810.00
1,000	Opemiska Copper Mines, Quebec, Limited	Nil	8,800.00
5,000	McKenzie Red Lake Gold Mines Limited	2,526.13	1,150.00
10,000	Consolidated Rambler Mines Limited	25,247.50	14,000.00
1,000	Texas Gulf Sulphur Limited	45,858.25	46,713.00
24,000	Lake Central Mines Limited	1.00	
1,300,000	Krain Copper Limited	1.00	
<u>TOTAL</u>		<u>\$100,038.51</u>	<u>\$ 90,973.00</u>

FARWEST MINING LIMITED
(Non Personal Liability)

SCHEDULE OF ADMINISTRATION, EXPLORATION
& DEVELOPMENT EXPENSE
Period September 1st, 1963 to April 23rd, 1964

Administration, Exploration & Development
Expense - as at August 31st, 1963 \$ 1,349,132.90

Direct Expenditures made on claims:-

Halliday Township	\$ 1,995.23	
Wark Township	<u>679.36</u>	2,674.59

Licenses & Permits		61.00
		<u>2,735.59</u>

Other Expenditures

Office Expense		762.61
Secretarys Salaries		800.00
Transfer Agent's Fees		1,440.72
Travel - Executive		1,201.93
Miscellaneous Administration		<u>451.22</u>

<u>Total Expenditures</u>		7,392.07
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Capital Gain on Investments Sold	\$ 10,635.83	
Dividends Earned	<u>1,900.00</u>	12,535.83

<u>Surplus for Period</u>		<u>5,143.76</u>
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ADMINISTRATION, EXPLORATION & DEVELOPMENT EXPENSE - AS AT APRIL 23rd, 1964		<u>\$ 1,343,989.14</u>
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FARWEST MINING LIMITED
(Non Personal Liability)

SOURCE & APPLICATION OF FUNDS
Period August 31st, 1963 to April 23rd, 1964

SOURCE

Sale of Investments -- Capital Gains	\$ 10,635.83	
Dividends Earned		1,900.00
Payment on Option to Sell		
Mining Claims		5,000.00
		<u>\$ 17,535.83</u>

APPLICATION

Administration, Exploration & Development Expense	\$ 7,392.07	
Purchase of Mining Claims		7,500.00
Increase in Working Capital		2,643.76
		<u>\$ 17,535.83</u>

WORKING CAPITAL (Current Assets Less Current Liabilities)

As at August 31st, 1963	\$ 77,058.99	
As at April 23rd, 1964		79,702.75
		<u>\$ 2,643.76</u>

ENGINEER'S REPORT

Note - The following are excerpts from a report by R.C. McMurchy, B.Sc., Ph.D., P.Eng., dated April 24th, 1964, on the mining claims located in Wark Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

LOCATION AND ACCESS

The Texas Gulf ore body is about 15 miles north and slightly west of the city of Timmins: the Farwest block of ground is about 13 miles north and slightly east of Timmins. They are in adjoining townships and about 3 miles apart. (see sketch at back of report)

A gravel road running north from Timmins comes within 4 miles of the Farwest property. A trail and H.E.P.C. line runs past the west side of the property at a distance of about one-quarter of a mile.

The Timmins airfield is approximately 7 miles southwest of Farwest's ground. As of this date a number of helicopters are servicing prospectors in the area.

EXPLORATION PROCEDURE

In searching for base metal deposits in areas where drift is widespread, the usual procedure is to cut picket lines at right angles to the trend of the rocks and to make geophysical surveys along these lines. If the overburden is not too deep to be penetrated by E.M. equipment this type of survey should be made. If the cover is as light as at the Texas Gulf deposit (15 to 25 feet) then almost any method should be useful. A survey by vertical loop is suggested. Since graphite is known to occur in the area some or all anomalies may be due to this mineral.

A magnetic survey is generally useful in the writer's opinion although it may not indicate sulphides. In many deposits in Ontario and Quebec pyrrhotite and magnetite are present but it is reported that the Texas Gulf deposit is not magnetic. This appears to be the exception to the rule.

Gravity surveys would show up deposits such as the newly discovered one and this method might be used following other methods if favourable results were obtained.

A careful search should be made for outcrop and if any are

found they should be identified and mapped. A sounding bar might help geological prospecting if overburden is light.

In the case of the Farwest property a program of cross-sectional drilling might be done. Approximately 5000 feet would be required to cross-section the 160-acre property. It is probably advisable to do geological and geophysical work before considering drilling.

SUMMARY AND RECOMMENDATIONS

The Farwest prospect is in an area favourable to sulphide deposition and in which a major ore body has recently been discovered.

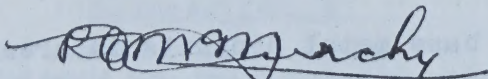
A moderate program of exploration is warranted to test the possibilities of the Farwest ground.

It is recommended that picket lines be cut and geological, magnetometer and E.M. surveys be made.

The property is one-half mile by one-half mile in size.

The above work is estimated to cost about \$3,000.00.

Respectfully submitted,



R. C. McMurchy, B.Sc., Ph.D., P.Eng.

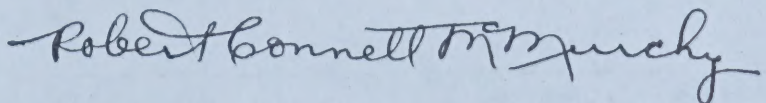
Toronto, Ontario.

April 24, 1964.

ENGINEER'S CERTIFICATE

I, Robert Connell McMurchy, of Toronto, Ontario hereby
certify as follows:

1. That I am a practising Geologist and a member of the Corporation of Professional Engineers of Quebec.
2. That I am a graduate of the University of Manitoba (B.Sc.1930) and of the University of Minnesota (Ph.D.1934)
3. That I have no interest either directly or indirectly in the Property covered by this Report.
4. That I have no interest either directly or indirectly in the securities of Farwest Mining Limited nor do I expect to receive any interest in the securities of the Company.
5. That this Report concerns a block of ground in the Timmins area of northern Ontario and being the north half of Lot 10, Concession III of Wark Township.
6. That this Report is based on a study of government maps and a knowledge of the area gained during numerous visits to the area over a period of 25 years.



Robert Connell McMurchy

Toronto, Ontario

April 24, 1964.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>There are no persons whose share holdings are large enough to materially effect control of the Company.</p> <p>"The present Directors of the Company, however, through the solicitation of proxies and by voting together shares which they own might be in a position to materially affect control of the Company at any meeting of Shareholders, dependent on the Shareholder representation at such meeting."</p>			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>SHARES</u>	<u>COMPANY</u>	<u>COST</u>	<u>MARKET VALUE APRIL 23/64</u>
	5,000	Cochenour Willans Gold Mines Limited	\$25,650.00	\$ 19,500.00
	3,000	Hunch Mines Limited	754.63	810.00
	1,000	Opemiska Copper Mines, Quebec, Limited	Nil	8,800.00
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	1,000	Texas Gulf Sulphur Limited	45,858.25	46,713.00
	24,000	Lake Central Mines Limited	1.00	Nil
	1,300,000	Crain Copper Limited	1.00	Nil
	TOTAL -		\$100,038.51	\$ 90,973.00
	Changes & Present Holdings See Schedule "A" on Page 3.			
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>There are no other material facts. Upon the Underwriting and Option Agreement referred to in Item 6 hereof becoming effective, the shares will be in the course of primary distribution to the public.</p>			

CERTIFICATE OF THE COMPANY

DATED April 30, 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"C.B. Dixon"

President

CORPORATE
SEAL

"R.J. Ash"

Vice-President

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"D.S. Bongard"

Bongard & Co
per D.S. Bongard
partner